

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>IN RE:</b>  <b>APPROACH RESOURCES INC., et al.,</b>  <b>Debtors.<sup>1</sup></b>	<b>§</b> <b>§</b> <b>§</b> <b>§</b> <b>§</b> <b>§</b> <b>§</b>	<b>CHAPTER 11</b>  <b>CASE NO. 19-36444 (MI)</b>  <b>(Jointly Administered)</b>
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**NOTICE OF AGENDA FOR EMERGENCY HEARING SCHEDULED  
FOR DECEMBER 27, 2019 AT 9:00 AM (PREVAILING CENTRAL TIME)**

**PLEASE TAKE NOTICE** that Approach Resources Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”), file this agenda for matters set for emergency hearing on December 27, 2019 at 9:00 a.m. (prevailing Central Time).

- 1. Non-Insider Annual Bonus Motion:** *Emergency Motion of the Debtors for an Order (i) Authorizing and Approving the Debtors’ Non-insider Annual Bonus Program Pursuant to 11 U.S.C. §§ 105, 363, and 503; and (ii) Granting Related Relief* [Dkt. No. 133].

**Responses:**

- i.** The Office of the United States Trustee indicated that it does not oppose the relief requested. The Debtors received an informal comment from the debtor-in-possession lenders (the “Bank Group”) requesting addition of language to the proposed order to clarify that the proposed order is subject to the interim and final orders approving the use of cash collateral and debtor-in-possession financing. Such language has been added to the proposed order. The Debtors received no other responses.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Approach Resources Inc. (4817); Approach Midstream Holdings LLC (4122); Approach Oil & Gas Inc. (7957); Approach Operating, LLC (1981); Approach Delaware, LLC (7483); Approach Services, LLC (3806); and Approach Resources I, LP (5316). The Debtors’ mailing address is One Ridgmar Centre, 6500 West Freeway, Suite 800, Fort Worth, Texas 76116.

**Related Documents:**

- i. *Declaration of Sergei Krylov in Support of Emergency Motion of the Debtors for an Order (i) Authorizing and Approving the Debtors' Non-insider Annual Bonus Program Pursuant to 11 U.S.C. §§ 105, 363, and 503; and (ii) Granting Related Relief* [Dkt. No. 133-1].
- ii. *Declaration of J.D. Ivy in Support of Emergency Motion of the Debtors for an Order (i) Authorizing and Approving the Debtors' Non-insider Annual Bonus Program Pursuant to 11 U.S.C. §§ 105, 363, and 503; and (ii) Granting Related Relief* [Dkt. No. 133-2].
- iii. *Emergency Motion of the Debtors to File Under Seal a Confidential Exhibit in Support of Emergency Motion of the Debtors for an Order (i) Authorizing and Approving the Debtors' Non-insider Annual Bonus Program Pursuant to 11 U.S.C. §§ 105, 363, and 503; and (ii) Granting Related Relief* [Dkt. No. 140].
- iv. Witness and Exhibit List for December 27, 2019 Hearing [Dkt. No. 141].

**Status:** This matter is going forward.

2. *Emergency Motion of the Debtors to File Under Seal a Confidential Exhibit in Support of Emergency Motion of the Debtors for an Order (i) Authorizing and Approving the Debtors' Non-insider Annual Bonus Program Pursuant to 11 U.S.C. §§ 105, 363, and 503; and (ii) Granting Related Relief* [Dkt. No. 140].

**Responses:**

- i. None.

**Related Documents:**

- i. List of Bonus-Eligible Employees and Salary and Bonus Information (Sealed) [Dkt. No. 140-1].<sup>2</sup>

**Status:** This matter is going forward.

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<sup>2</sup> The Debtors provided an unredacted copy of this document to the United States Trustee.

Dated: December 26, 2019  
Houston, Texas

Respectfully submitted,

**THOMPSON & KNIGHT LLP**

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**PROPOSED COUNSEL FOR DEBTORS  
AND DEBTORS IN POSSESSION**